

EXHIBIT 12

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
W. R. GRACE & CO., et al.,¹)
Reorganized Debtors.) Case No. 01-01139 (KJC)
) (Jointly Administered)
)
)

**SUMMARY APPLICATION OF VENABLE LLP FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES AS BANKRUPTCY
COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE MONTHLY INTERIM
PERIOD FROM JULY 1, 2011 THROUGH JULY 31, 2011**

Name of Applicant:	<u>Venable LLP ("Venable")</u>
Authorized to Provide Professional Services to:	<u>W. R. Grace & Co., et al., Debtors and Debtors-in-Possession</u>
Date of Retention:	<u>Retention Order entered June 24, 2009, effective as of May 22, 2009</u>
Period for which compensation and reimbursement is sought:	<u>July 1, 2011 through July 31, 2011</u>
Amount of Compensation sought as actual, reasonable and necessary:	<u>\$6,241.00</u>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$0.00</u>
This is a <u>x</u> monthly <u> </u> interim <u> </u> final application.	

¹ The Reorganized Debtors comprise the following 17 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. Conn., Darex Puerto Rico, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Gloucester New Communities Company, Inc., Grace Chemical Company of Cuba, Grace Energy Corporation, Grace Europe, Inc., Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace PAR Corporation, W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Guanica Caribe Land Development Corporation, Hanover Square Corporation, Kootenai Development Company, Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), and Water Street Corporation.

This is Venable's monthly application for interim compensation of services for the interim fee period July 1, 2011 through July 31, 2011 (the "Fee Period").

The following applications were filed in the Chapter 11 cases:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
November 5, 2009	11/1/2008-6/30/2009	\$709,294.00	\$6,405.06	\$706,595.00	\$6,405.06
November 5, 2009	7/1/2009-7/31/2009	\$50,849.50	\$75,008.99	Interim approval ²	Interim approval
November 24, 2009	8/1/2009-8/31/2009	\$134,090.00	\$102,335.48	Interim approval	Interim approval
November 24, 2009	9/1/2009-9/30/2009	\$306,602.00	\$118,095.92	Interim approval	Interim approval
November 24, 2009	July-September 2009	\$491,541.50	\$295,440.39	\$491,292.50	\$295,440.39
February 26, 2010	10/1/2009-10/31/2009	\$479,238.00	\$266,326.39	Interim approval ³	Interim approval
April 16, 2010	11/1/2009-11/30/2009	\$398,519.00	\$163,488.22	Interim approval	Interim approval
April 30, 2010	12/1/2009-12/31/2009	\$305,242.96	\$108,454.93	Interim approval	Interim approval
May 3, 2010	October-December 2009	\$1,182,999.96	\$538,269.54	\$1,179,018.46	\$538,269.54
May 19, 2010	1/1/2010-1/31/2010	\$271,084.25	\$97,840.12	Interim approval ⁴	Interim approval
May 19, 2010	2/1/2010-2/28/2010	\$157,136.50	\$17,784.35	Interim approval	Interim approval
May 19, 2010	3/1/2010-3/31/2010	\$7,968.00	\$640.70	Interim approval	Interim approval
May 19, 2010	January-March 2010	\$436,188.75	\$116,265.17	\$436,188.75	\$116,265.17
August 18, 2011	4/1/2010-4/30/2010	\$2,500.00	\$162.02	Interim approval	Interim approval ⁵

² The fees and expenses requested in the July through September 2009 interim monthly applications were approved on an interim basis pursuant to the Order entered by this Court on March 19, 2010.

³ The fees and expenses requested in the October through December 2009 interim monthly applications were approved on an interim basis pursuant to the Order entered by this Court on June 7, 2010.

⁴ The fees and expenses requested in the January through March 2010 interim monthly applications were approved on an interim basis pursuant to the Order entered by this Court on September 13, 2010.

⁵ The fees and expenses requested in the April and May 2011 interim monthly application were approved on an interim basis pursuant to the order entered by this Court on September 20, 2011.

August 18, 2011	5/1/2010-5/31/2010	\$9,000.00	\$3.50	Interim approval	Interim approval
August 18, 2011	April-June 2010	\$11,500.00	\$165.52	\$11,500.00	\$165.52

The Venable attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the Applicant and Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Brian M. Hudson	Counsel	1999	Litigation	\$445.00	3.5
Elizabeth R. Hughes	Partner	1981	Business	\$670.00	.7
Brian J. O'Connor	Partner	1991	Business	\$745.00	.5
John A. Wilhelm	Partner	1987	Business	\$565.00	6.8
Total for all attorneys					\$6,241.00

Grand Total for Fees \$6,241.00
Blended Rate \$542.70

Compensation by Matter

Matter Description	Total Billed Hours	Total Fees Requested
Advice Concerning Labor and Employment Matters	10.8	\$5,772.00
Advice Concerning Corporate and Securities Matters (including Confidential Matters)	.7	\$469.00
Total		\$6,241.00

WHEREFORE, Venable respectfully requests (a) that the fees and expenses herein be authorized and approved as administrative expenses of the Debtors' estates as requested in the Interim Application for Compensation for Services and Reimbursement of Expenses as Special Counsel to W.R. Grace & Co., et al., for the Thirty-Eighth through Fiftieth Quarters from July 1, 2010 through September 30, 2013,

filed simultaneously herewith; and (b) that this Court grant such other relief as is equitable and just.

Wilmington, Delaware
Dated: May 1, 2014

Respectfully submitted,
VENABLE LLP

/s/ Darek S. Bushnaq
Darek S. Bushnaq
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Baltimore, Maryland 21202
(410) 244-7400

Special Counsel for the Debtors and Debtors in Possession

Monthly Statement of Venable LLP Fee
Detail July 1, 2011 through July 31, 2011

Advice in Concerning Corporate and Securities Matters (including Confidential Matters)

TKPR	DATE	HRS	RATE	AMT	NARRATIVE
HUGHES, ELIZABETH R.	7/29/2011	0.20	670.00	134.00	REVIEW EMAIL
HUGHES, ELIZABETH R.	7/29/2011	0.50	670.00	335.00	TELEPHONE CONFERENCE WITH M. CONRON REGARDING POTENTIAL PROJECT
				469.00	

Advice Concerning Labor and Employment Matters

TKPR	DATE	HRS	RATE	AMT	NARRATIVE
WILHELM, JOHN A.	7/12/2011	0.80	565.00	452.00	QUESTION FROM J. FORGACH REGARDING
O'CONNOR, BRIAN J.	7/13/2011	0.50	745.00	372.50	DISCUSSION; ANALYSIS
WILHELM, JOHN A.	7/13/2011	1.10	565.00	621.50	CONTINUE REVIEW REGARDING ; CALLS WITH B.
WILHELM, JOHN A.	7/19/2011	0.80	565.00	452.00	O'CONNOR AND J. FORGACH ; DISCUSS
WILHELM, JOHN A.	7/20/2011	1.30	565.00	734.50	REVIEW WITH J. FORGACH ; MAKE CHANGES
WILHELM, JOHN A.	7/21/2011	0.60	565.00	339.00	PROVIDE INFORMATION REGARDING ; SEND TO J. FORGACH ; DISCUSS USE OF
WILHELM, JOHN A.	7/22/2011	1.20	565.00	678.00	FURTHER REVIEW AND DISCUSSIONS REGARDING
WILHELM, JOHN A.	7/25/2011	0.30	565.00	169.50	DISCUSS WITH J. FORGACH ISSUE UNDER
HUDSON, BRIAN M.	7/26/2011	1.50	445.00	667.50	REVIEW GRIEVANCES, RELEVANT CBA PROVISIONS, NOTES.
WILHELM, JOHN A.	7/27/2011	0.50	565.00	282.50	REVIEW AND ADVISE J. FORGACH REGARDING
HUDSON, BRIAN M.	7/28/2011	2.00	445.00	890.00	INITIAL CALL WITH CLIENT, NOTES RE: SAME.
WILHELM, JOHN A.	7/29/2011	0.20	565.00	113.00	CALL WITH J. FORGACH REGARDING IMPACT OF
				5,772.00	
				6,241.00	